

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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LEONARD GRUNSTEIN, JACK DWYER, and
CAPITAL FUNDING GROUP, INC.,

Plaintiffs,

--against--

RONALD E. SILVA; PEARL SENIOR CARE, LLC;
PSC SUB, LLC; GEARY PROPERTY HOLDINGS, LLC;
FILLMORE CAPITAL PARTNERS, LLC; FILLMORE
STRATEGIC INVESTORS, LLC; DRUMM
INVESTORS, LLC; and FILLMORE STRATEGIC
MANAGEMENT, LLC.

Defendants.
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07 Civ. 3712 (RMB) (RLE)

**REPLY DECLARATION
OF ERIC C. KIRSCH**

I, Eric C. Kirsch, declare pursuant to 28 U.S.C. section 1746 as follows:

1. I am an attorney duly admitted to practice before this Court. I am an associate with Dechert LLP, counsel for defendants Ronald E. Silva; Pearl Senior Care, LLC; PSC Sub, LLC; Geary Property Holdings, LLC; Fillmore Capital Partners, LLC; Fillmore Strategic Investors, LLC; Drumm Investors, LLC; and Fillmore Strategic Management, LLC (“Defendants”).

2. I respectfully submit this reply declaration in support of Defendants’ motion to dismiss the amended complaint in order to place before the Court documents referenced in the accompanying reply memorandum of law in support of the motion to dismiss.

3. Attached hereto as Exhibit A is a true and correct copy of Plaintiffs’ First Set of Requests for Production in *MetCap Securities LLC v. Pearl Senior Care, LLC*, No. 2129 (Del. Ch. filed May 4, 2006).

4. Attached hereto as Exhibit B is a true and correct copy of an excerpt from the website of the Maryland Department of Assessments and Taxation, *available at*: http://sdatcert3.resiusa.org/UCC-Charter/temp_defs.aspx, in which Maryland defines the term “Principal Office.”

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 26th day of September, 2007, at New York, New York.

ERIC C. KIRSCH